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Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**FIRST SUPPLEMENTAL DECLARATION OF GREGG M. GALARDI IN
SUPPORT OF DEBTORS' APPLICATION FOR ORDER PURSUANT TO
BANKRUPTCY CODE SECTIONS 327(a) AND 329 AND BANKRUPTCY
RULES 2014 AND 2016 AUTHORIZING EMPLOYMENT AND RETENTION OF
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES AS
BANKRUPTCY COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION
EFFECTIVE AS OF THE PETITION DATE**

I, Gregg M. Galardi, hereby declare that the
following is true and correct to the best of my knowledge,
information, and belief:

1. I am a member of the firm of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps" or the "Firm"), which maintains offices for the practice of law at, among other places, One Rodney Square, 10th and King Streets, Wilmington, Delaware 19899-0636.

2. On December 8, 2008, this Court entered an order authorizing the above-captioned debtors and debtors in possession (collectively, the "Debtors") to employ and retain Skadden, Arps as their general bankruptcy counsel.

3. On November 20, 2008, I submitted the Declaration of Gregg M. Galardi in Support of Debtors' Application for Order Pursuant to Bankruptcy Code Sections 327(a) and 329 and Bankruptcy Rules 2014 and 2016 And Local Rules 2016-1 and 2014-1 Authorizing Employment and Retention of Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates as Bankruptcy Counsel to the Debtors and Debtors in Possession Effective as of the Petition Date (the "Declaration").

4. As stated in the Declaration, Skadden, Arps instituted and is currently engaged in an extensive further inquiry regarding the Debtors' constituencies through, among other things, the circulation of a special disinterestedness questionnaire to each of the

approximately 2,000 members, counsel, and associates in the Firm's numerous domestic and international offices (the "Questionnaire"). Additionally, Skadden, Arps has performed additional searches of its client and conflict databases with respect to entities and other parties in interest that participated, appeared or filed formal notices of appearance in these bankruptcy cases, a list of which is annexed as Exhibit A (collectively, the "Additional Parties in Interest"). By this Supplemental Declaration, I am supplementing the Declaration based upon a review of responses received to the Questionnaire and the searches conducted with respect to the Additional Parties in Interest.

5. To the best of my knowledge, and except as otherwise set forth herein and in the Declaration, the members, counsel, and associates of Skadden, Arps (a) do not have any connection with any of the Debtors, their affiliates, their creditors, or any other party in interest, or their respective attorneys and accountants, the United States Trustee for the Eastern District of Virginia or any person employed in the office of the same, or any judge in the United States Bankruptcy Court or District Court for the Eastern District of Virginia or any

person employed in the offices of the same, (b) are "disinterested persons," as that term is defined in Bankruptcy Code section 101(14), and (c) do not hold or represent any interest adverse to these estates.

6. Except as otherwise indicated herein, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.¹

7. **Additional Parties in Interest.** Based on client database queries regarding the Additional Parties in Interest set forth on Exhibit A, I have determined that the Firm currently represents or has represented in the past the following Additional Parties in Interest (or their affiliates or beneficial owners), each of which is or may be a creditor or other party in interest in the Debtors' cases, in matters unrelated to the Debtors: Alfred Siegel, as chapter 7 trustee for the estate of IndyMac Bancorp Inc., ACCO Brands Corporation, Acer American Holdings Corporation, Acquarion Water Company, Advertising.com, Amcor Sunclipse North America, American Bankers Insurance Company of Florida, AOL LLC, Business Objects, Canon U.S.A. Inc., Children's Hospital Los Angeles, CIT Group, DIRECTTV,

¹ Certain of the disclosures herein relate to matters within the knowledge of attorneys of Skadden, Arps and are based on information provided by them.

Inc., Eaton Corporation, Federal Warranty Service Corporation, Gateway, Inc., GE Money Bank, General Growth Properties, Inc., Georgia Pension Associates Real Estate Corporation, Iron Mountain Information Management, Inc., Jones Lang LaSalle Americas, Inc., Kentucky Utilities, LG Electronics USA, Inc., Mall Properties, Manufacturers & Traders Trust Company, McClatchy Company, Monarch Alternative Capital LLP, Ohio Power, Oracle Credit Corporation, Oracle USA, Inc., Parago, Inc., Phillips International, Phoenix Property Company, Premier Retail Networks, Inc., SEGA, Simpletech, Sirius XM Radio, Inc., Symantec Corporation, Texas Instruments, Inc., The Target Corporation, Teachers Insurance and Annuity Association of America, TPG Management Inc., Travelers, Turner Broadcasting System, Inc., Wal-Mart Stores East LP and The Watt Companies.

8. Responses to Disinterestedness

Questionnaire. Based upon the responses to the Questionnaire and further inquiry, I supplement the Declarations as follows.

9. First, Skadden, Arps currently represents and has represented in the past the following entities (or their affiliates or beneficial owners), each of which is or

may be a creditor or other party in interest in the Debtors' cases, in matters unrelated to the Debtors: Centro Watt, Axis Reinsurance Company, Axis Surplus Insurance Company, James Hardyman, XL Specialty Insurance Company, Mountaineer Gas, WEA Gateway LLC, Wheaton Plaza Regional Shopping Center, Forest City Commercial Real Estate Group, and Priceline.com.

10. Second, certain Skadden, Arps' attorneys have relatives that are or were directors, officers, or employees of the following entities (or their affiliates or beneficial owners), each of which is or may be a creditor or other party in interest in the Debtors' cases: Wells Fargo, the IRS, Chubb, General Growth Properties, Tampa Electric Company, JP Morgan Chase, Lehman Brothers, Sunoco, ComEd, PEPCO, CDW, AT&T, Wachovia Securities, Verizon, Sennheiser USA, Inc., Duke Energy, Peoples Gas, Gordon Brothers Retail Partners and Target.

11. Moreover, a certain Skadden, Arps' attorney not involved in the representation of the Debtors is a five percent (5%) or greater shareholder in the following entities (or their affiliates or beneficial owners), each of which is or may be a creditor or other party in interest

in the Debtors' cases: Logitech, Microsoft, Apple Computers, Fairpoint Communications and Verizon.

12. In addition, Skadden, Arps uses Empire Blue Cross Blue Shield, which is or may be a creditor or other party in interest in the Debtors' cases, as a provider of health insurance and related benefits for the Skadden Arps' attorneys and employees.

13. Certain Skadden, Arps' attorneys formerly served as law clerks of Judge Gerald Lee of the United States District Court for the Eastern District of Virginia and Judge Stephen S. Mitchell of the United States Bankruptcy Court for the Eastern District of Virginia.

14. Finally, certain Skadden, Arps' attorneys own nominal shares of or have accounts, including bank, investment, credit card, or other accounts, with the following entities (or their affiliates or beneficial owners), each of which is or may be a creditor or other party in interest in the Debtors' cases: Centro Watt, Microsoft, Comcast, PSE&G Gas & Electric, Verizon, PEPCO, JP Morgan Chase, American Express, Mastercard, Visa, Cosco, Wells Fargo, UBS, Sprint, Research In Motion, Discover, Kaiser Permanente, TECO, AT&T, Verizon, Questar

Corporation, Portland Gas & Electric, Bank of America, Textron, and Florida Power & Light.

15. **Conclusion.** Skadden, Arps will continue to comply with its ongoing duty under Bankruptcy Code section 327 and Bankruptcy Rule 2014 and will notify the Court if any actual or potential conflict, relationship, or connection arises. In that regard, Skadden, Arps will continue to conduct further due diligence and research of its client databases and inquiries of its attorneys and will file additional supplemental declarations regarding its retention, to the extent necessary.

I declare under penalty of perjury under the laws of the United States of America that, to the best of my knowledge and belief, and after reasonable inquiry, the foregoing is true and correct.

Dated: Wilmington, Delaware
March 30, 2010

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP

/s/ Gregg M. Galardi
Gregg M. Galardi (I.D. No. 2991)
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(302) 651-3000

EXHIBIT A

507 Northgate, LLC
553 Retail LLC
ACCO Brands Corp.
Acer America Corp
Actiontec
Active Media Services Inc
Activision
Axiom Corp.
Add On Computer Peripherals
Adobe Systems
Aiptek Inc
AK Designs LLC
Alief ISD
Alliance Entertainment
Allsop Inc
Almo E-Commerce LLC
Amcor Sunclipse North America
American Bankers Insurance Co. of Florida
American Future Technology
Ameriwoods Industries
Amherst VF LLC
Ammon Properties
Amore Construction Co.
Andrews Electronics
AOL LLC
Araphoe County Treasurer
Archon Group, LP
Archos Inc
Arlington ISD
Associate Corporate Regency Centers
Atari Inc.
Atlantic Inc
Averatec Inc
AVR CPC Associates LLC
Baldwin, Vance
Barcoding Inc.
Baybrook MUD 1
BB Fonds International 1 USA, LP
Belleville News-Democrat
Bellingham Herald
Bell'O International Corp.
Beltronics USA, Inc.
Benson Co., Inc.
Besam
Biloxi Sun Herald
Bissell Homecare
Bobinski, Alexander H
Bose Corp
Bradenton Herald

Brazoria County
Brazoria County MUD #6
Broward County
Bulldog Rack Co.
Burleson ISD
Bush Industries, Inc.
Business Objects
Cafaro Northwest Partnership
Cameron Bayonne, LLC
Cameron County
Canon USA Inc
CapTech Ventures, Inc.
Card, Jonathan
Caribbean Display & Construction, Inc.
Case Logic Inc
CC Colonial Trust
CC Investors 1995-6
CC Joliet Trust
CC Plaza Joint Venture, LLP
CC-Investors 1995-6
CDB Falcon Sunland Plaza LP
Cello Partnership
Centon Electronics Inc
Centre at 38th St TIC, LLC
Centre Daily Times (State College)
CG Holdings
Charlotte Observer
Checkpoint System Inc
Chelmsford Realty Associates
Children's Hospital Los Angeles
Ching Wei Telecom Co.
CIT Group Commercial Services
City Portfolio TIC, LLC
Clear Creek ISD
Cobra Electronics
Coca Cola Enterprises Inc
Cohen, Savitri
Cohesion Products Inc.
Cokem International
Colorado Structures, Inc., dba CSI Construction Co.
Columbia State
Columbus Ledger-Enquirer
COMSYS Information Technology Services, Inc.
Condan Enterprises, LLC
Connexion Technologies
Contel Electronics Co.
Cousins Properties
CP Management Corp.

CRA Acquisition Co.
Creative Labs
Creative Realty Management
Crowe Horwath LLP
Curtis International
Cushman & Wakefield
Cyber Acoustics
CyberPower Systems
D&H Distributing Co
DeHart Holdings
Delphi Product and Service
Dennco
Denon
Descanso TIC, LLC
DFS Services LLC
Digital Blue
Digital Innovations LLC
DIM Vastgoed, N.V.
Direct TV Inc
Directed Electronics Inc
DIRECTV, Inc.
Ditan Distribution LLC
D-Link Systems, Inc.
Douglass, J Scott
DSI Systems Inc
Dudley Mitchell Properties TX, LLC
Dunwell, Donovan
DXG Technology USA
Eaon Communications Corp
East Brunswick VF LLC
Eastman Kodak Co
Eaton Corp.
EB Carlson Markting
EBC Marketing Inc
Electra-Craft Inc
Energizer Battery Co.
Engineered Structures, Inc.
Envision Peripherals, Inc.
Excel Best Industries Ltd
Expesite LLC
FCMA, LLC
Federal Warranty Service Corp.
First International Computer of America
FM Facility Maintenance, f/k/a IPT, LLC
Fort Worth Star-Telegram
Four Star International Trade
Fox Broadcasting Co.
Frederick Seibel Revocable Trust
Fresno Bee
FT Orchard LLC
Fujifilm USA Inc

Fujikon Industrial Co. Ltd
Fujitsu Ten Corp of America
Funai Corp Inc
Funches, Dwaine
General Instruments
Genius Products
Gentry, Robert
Goldenberg Group
Good Mind Industries Co Ltd
Goodman Enterprises
Greater Orlando Aviation Authority
Guidecraft USA
Haier America Trading LLC
Hain Capital Group
Hallaian, Harry, Lilly, Leon and Ruby
Hamilton Beach Brands, Inc.
Haupapauge Computer Works, Inc.
Hernandez, Jack
Hillson Electric, Inc.
Horizon USA
Idaho Statesman
Ideal Technology, Inc.
IKON Office Solutions, Inc.
Imagination Entertainment
Imitation Corporation
Industriaplex, Inc.
InfoPrint Solutions Co.
Ingram Entertainment
Interactive Toy Concepts
Iron Mountain Information Management, Inc.
Island Packet
Itouchless Housewares & Products, Inc
Jack of All Games
John Rohrer Contracting Co., Inc.
JVC
Kansas City Star
KB Columbus I-CC, LLC
Kessigner, Charles L. and Jack
Kingston Technologies
Konami Digital Entertainment America
Korea Export Insurance Corp
Lang Construction, Inc.
Lexington Herald-Leader
Lexington Richmond LLC
LG Electronics USA, Inc.
Liquidity Solutions Inc
Lowepro USA
LumiSource, Inc.
Macon Telegraph
Mad Catz, Inc.
Madcow International Group

Madison Waldorf LLC
Magellan Navigation
Majesco Entertainment Co
Majesco Sales, Inc.
Mannix, John B.
Manufacturers & Traders Trust Co.
McClatchy Co.
McKinley, Inc.
Merced Sun Star
Merchant Equity
Metra Electronics
Miami Herald
Micro Products Distributors
Midland Radio Corp
Mills & Nebraska
Miner Corp.
Minnite, Judith Rae and Pat
Minwa Electronics Co Ltd
Mio Technology USA
Mitex Corp
Mizco International
MLO Appliance
Modesto Bee
Monarch Alternative Capital LLP
Motion Systems
Motorola Inc
Myrtle Beach Sun News
Namsung America Inc
Nautic Partners
NBT Bank, N.A
Netgear Inc
New Age Electronics
Nextar, Inc.
Nintendo Hardware
Nyko Technologies Inc
Olympian
Oracle Credit Corp.
Oracle USA, Inc.
Pan Digital
Panasonic Corp. of North America
Panattoni Construction, Inc.
Parago, Inc.
Parrot Inc
Pension Benefit Guaranty Corp.
Petters
Philips Lighting Co
Phillips International
Photoco, Inc.
PIMA County
Plain Dealer
Platform-A Inc

Platinum Disc Corp
PM Construction, Inc.
PNY Technologies, Inc.
Polaroid
Polk Audio Inc
Procure International Co.
Proctor & Camble Distributing Co
Proview Tech
Public Service of North Carolina
Pure Digital Technologies Inc
R Pac International Corp.
Redline Studio
Retail Vision
Rio Associates LP
Ritz Motel Co.
RJ Ventures, LLC
RLV Village Plaza, LP
RMRG Portfolio TIC, LLC
Route 146 Millbury LLC
RTS Marketing, Inc.
S.J. Collins Enterprises
Sacco of Maine LLC
Sacramento Bee
Salamander Designs
Salem Rockingham LLC
Samsonite
San Luis Obispo Tribune
Sanford LP
Sangertown Square, LLC
Sanwen International Co Lts
SAP Retail, Inc.
Saul Holdings LP
Schottenstein Property Group, Inc.
Schwartz, Zoltan and Anna
SDI Technologies Inc
Seagate Technology LLC
Sega
Shelby Properties TX, LLC
Sherwood America, Inc.
Shimenti Construction Co., LLC
Siebel Marketing Group
Siebel, Frederick Jr.
Siebel, Frederick Sr.
Siebel, Gretchen
Siegel, Alfred
Signature Home Furnishing
Sima Products Corp.
Sir Barton Place, LLC
Sirius XM
Smart Micro USA
Smartparts, Inc

SMR Gateway III, LLC
Source Interlink Media, LLC
South Shields #1, Ltd.
Southland Acquisitions, LLC
Southpeak Interactive
SP Richards Co
Spiderwear
Spring Hill Development Partners, GP
SR Weiner & Associates Inc.
Stephen Gould Corp
Sun Belt General Contractors, Inc.
Sureway, Inc.
SVG Distribution
Symantec Corp
Synnex Corp.
T&T Enterprises
T.D. Farrell Construction Inc.
Tacoma News Inc.
Take Two Interactive
Tamarack Village Shopping Center LP
Tamrac Inc
Targus Inc.
Taubman Auburn Hills Associates LP
Teledynamics LLP
Ten Tronics Co. Ltd
Texas Instruments Inc.
The Warranty Group
Thirty & 141, LP
Thomson Multimedia Inc
TI PI Texas, LLC
Time Warner Cable
TIVO Inc
TKG Coffee Tree, LP
Torrance Towne Center Associates, LLC
Towson VF LLC
TPG Management Inc.
Tracfone Wireless Inc
Triangle Equities Junction LLC
Tri-City Herald
Trigem USA Inc
Tritornics Inc.
Turner Broadcasting System, Inc.
Tysons 3 LLC
U.S. 41 & I-285 Co.
Union Square Retail Trust
United Independent School District
United Parcel Service, Inc.
United Service Protection, Inc.
United States Debt Recovery LLC
Universal Fixtures & Display
Universal Studios Home Entertainment

UPS Ground Freight, Inc.
UrbanCal Oakland II LLC
US Luggage Co
US Music Corp.
US Signs, Inc.
UTC I, LLC
Valley Corners Shopping Center, LLC
Vance Baldwin
Velocity Micro Inc.
Ventura In Manhattan Inc.
Vonage Marketing Inc.
Vontech
Vonwin Capital Management
Vornado Gun Hill Road, LLC
Wanslee, Madeleine C.
Washington Corner, LP
Washington Green TIC
Washington Real Estate Investment Trust
Watercress Associates LP, dba Pearlridge Center
Watt Companies
Wayne VF LLC
Weeks Properties
Westgate Village LP
Whitestone Development Partners, LP
Windsail Properties, LLC
Wireless Solutions LLC
Woodlawn Trustees, Inc.
Ziegler Companies LLC